

# **EXHIBIT 46**

CHARITABLE DAF HOLDCO, LTD  
(THE "COMPANY")

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WRITTEN RESOLUTIONS OF THE DIRECTORS  
OF THE COMPANY DATED 2 APRIL 2025

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1. DECLARATION AND PAYMENT OF DIVIDENDS

1.1 IT IS NOTED that:

- (a) CDMCFAD, LLC (the "LLC"), a Delaware limited liability company, redeemed the Company's entire limited liability company interests in the LLC on 27 March 2025 (the "CDMCFAD Redemption") for the aggregate amount of US\$1,637,192;
- (b) the current Amended and Restated Articles of Association of the Company (the "Articles") provide that all dividends shall be declared and paid in such amounts as may be declared by the Directors in their absolute discretion;
- (c) following receipt of the proceeds of the CDMCFAD Redemption, the Company wishes to make a payment as at the date hereof of dividends on a pro-rata basis to the Participating Shareholders (but excluding DFW Charitable Foundation; collectively, the "Shareholders") in the amount of (i) \$528,587.54 with respect to each of Highland Dallas Foundation, Inc., Highland Kansas City Foundation, Inc., and Highland Santa Barbara Foundation, Inc.; and (ii) \$26,429.39 with respect to The Community Foundation of North Texas;
- (d) the Directors have determined that the sum of **\$1,612,192.01** is lawfully available for distribution as profits or share premium of the Company and is distributable in accordance with the Articles and the Companies Act (as amended) (the "Companies Act");
- (e) the Directors have confirmed no awareness of any subsequent losses by the Company as at the date hereof which would affect the amount of profits or share premium available for distribution; and
- (f) a distribution may be unlawful, even where the provisions of the Articles and the Companies Act have been complied with, where the Directors are unable to reasonably conclude that the Company would have sufficient funds to be able to continue to be able to meet its debts as they fall due.

1.2 IT IS RESOLVED that:

- (a) In the opinion of the Directors, it is reasonable to conclude that following making the payment of the Dividends, the Company will have sufficient funds to be able to continue to be able to meet its debts as they fall due; and
- (b) the Directors make a payment of dividends to the Shareholders as set forth in Section 1.1(c) above.

2. GENERAL AUTHORISATION

- 2.1 IT IS RESOLVED that, in connection with or to carry out the actions contemplated by the foregoing resolutions, any Director, officer or (if applicable) any attorney or duly authorised signatory of the Company (any such person being an "Attorney" or "Authorised Signatory" respectively) be, and such other persons as are authorised by any of them be, and each hereby is, authorised, in the

name and on behalf of the Company, to do such further acts and things as any Director or officer or such duly authorised other person shall deem necessary or appropriate, including to do and perform (or cause to be done and performed), in the name and on behalf of the Company, all such acts and to sign, make, execute, deliver, issue or file (or cause to be signed, made, executed, delivered, issued or filed) with any person including any governmental authority or agency, all such agreements, documents, instruments, certificates, consents or waivers and all amendments to any such agreements, documents, instruments, certificates, consents or waivers and to pay, or cause to be paid, all such payments, as any of them may deem necessary or advisable in order to carry out the intent of the foregoing resolutions, the authority for the doing of any such acts and things and the signing, making, execution, delivery, issue and filing of such of the foregoing to be conclusively evidenced thereby.

### 3. RATIFICATION OF PRIOR ACTIONS

- 3.1 **IT IS RESOLVED** that any and all actions of the Company, or of any Director or officer or any Attorney or Authorised Signatory, taken in connection with the actions contemplated by the foregoing resolutions prior to the execution hereof be and are hereby ratified, confirmed, approved and adopted in all respects as fully as if such action(s) had been presented to for approval and approved by, all the Directors prior to such action being taken.

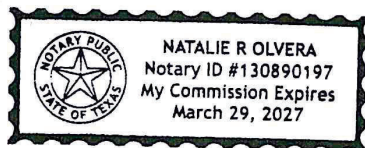


Mark Patrick  
Director

Paul Murphy  
Director

State of Texas  
County of Dallas

The foregoing instrument was acknowledged before me by means of physical presence on this day, April 2, 2025 by Mark Patrick. He appeared before me, is personally known to me, has executed the document/instrument, for the purposes and considerations therein expressed.



  
Signature of Notary - State of TX

My commission expires: 3/29/27

name and on behalf of the Company, to do such further acts and things as any Director or officer or such duly authorised other person shall deem necessary or appropriate, including to do and perform (or cause to be done and performed), in the name and on behalf of the Company, all such acts and to sign, make, execute, deliver, issue or file (or cause to be signed, made, executed, delivered, issued or filed) with any person including any governmental authority or agency, all such agreements, documents, instruments, certificates, consents or waivers and all amendments to any such agreements, documents, instruments, certificates, consents or waivers and to pay, or cause to be paid, all such payments, as any of them may deem necessary or advisable in order to carry out the intent of the foregoing resolutions, the authority for the doing of any such acts and things and the signing, making, execution, delivery, issue and filing of such of the foregoing to be conclusively evidenced thereby.

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\_\_\_\_\_  
Mark Patrick  
Director

  
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Paul Murphy  
Director



### SIGNED IN THE PRESENCE OF

  
\_\_\_\_\_  
Amy Altneu  
Notary Public in and for The Cayman Islands  
Dated this 2 day of April, 20 25  
(My commission expires on 31 January 20 26)